

Monsanto

Monsanto Chemical Company
800 N. Lindbergh Boulevard
St. Louis, Missouri 63167
Phone: (314) 694-1000

September 5, 1986

Mr. John Ford
Seattle American District Telegraph Co.
1916 Boren Avenue
Seattle, WA 98101

Dear Mr. Ford:

Monsanto Company, with general offices at 800 North Lindbergh Boulevard, St. Louis, Missouri 63167 ("Monsanto"), and Rhone-Poulenc, Inc., with general offices at Monmouth Junction, New Jersey 08852 ("Rhone-Poulenc"), have signed an agreement in principle relating to the sale by Monsanto to Rhone-Poulenc of Monsanto's vanillin business which includes its Seattle, Washington, Plant.

The closing of this sale is expected to become effective on or about October 1, 1986. As part of this sale, Monsanto intends to assign and transfer to Rhone-Poulenc, effective as of its closing, all of its right, title and interest, accruing on and after such closing, in and to the following contract between Monsanto and you (the "Contract"):

Protective Signaling Service Contract, dated January 5, 1985.

Monsanto requests that you consent to the assignment of the Contract to Rhone-Poulenc under the following terms and conditions:

1. The assignment of the Contract and your consent thereto will become effective only if Monsanto consummates the sale of the vanillin business to Rhone-Poulenc and, in such event, such assignment and your consent shall become effective upon the closing of said sale.
2. In the event of such assignment, Rhone-Poulenc agrees to observe, keep and perform all of Monsanto's covenants and obligations under the Contract accruing on and after the closing of said sale.

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Return to Office
of the Secretary

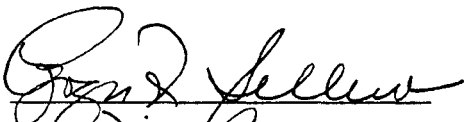
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Mr. John Ford
Seattle American District
Telegraph Co.

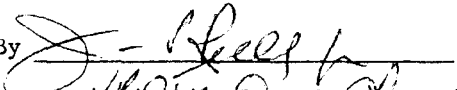
Please indicate your consent by signing and returning two copies of this letter to Monsanto at the above address by no later than September 24, 1986. Thank you for your cooperation in this matter.

Very truly yours,

MONSANTO COMPANY

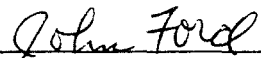
By 
Title Dir. Commercial

RHONE-POULENC, INC.

By 
Title Vice President

Seattle American District Telegraph Co. hereby consents to the assignment of the Contract by Monsanto to Rhone-Poulenc conditioned upon and effective as of the closing of the sale by Monsanto of its vanillin business to Rhone Poulenc.

SEATTLE AMERICAN DISTRICT TELEGRAPH CO.

By 
Title Security Consultant
Date 9-25-86

RER:jmt

ASSIGN3